



LYME ART ASSOCIATION  
OLD LYME, CONNECTICUT

2009  
MEMBERSHIP  
HANDBOOK







## Welcome to the Lyme Art Association

Dear Members,

This constitutes the second edition of the Lyme Art Association Handbook. Again, you will find all of the pertinent information for Lyme Art Association membership. These pages contain the resources you will need regarding all gallery information, member benefits, bylaws, exhibition calendar and those documents needed to submit your artwork to exhibitions.

The handbook is available online, along with a prospectus that is applicable to all exhibitions. Members will still receive notification of upcoming exhibitions with details specific to each one by email and/or postcard.

Thank you all,

G. Roger Clements II

Chairman, APEC

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## ABOUT THE GALLERY

Incorporated in 1914, the Lyme Art Association continues the tradition of presenting fine art exhibitions and sales by its artist members in the historic gallery. Exhibitions of Lyme Impressionist paintings began in 1902, and were held every summer in the Phoebe Griffin Noyes Library in Old Lyme until August 6, 1921, when the present Lyme Art Association gallery opened. American Impressionist painters Gifford Beal, Louis Paul Dessar, Childe Hassam, and Willard L. Metcalf joined with Will Howe Foote, Henry Rankin Poore, Allen B. Talcott, and Carleton Wiggins in the early exhibitions of the Association.

The Lyme Art Association gallery was the culmination of seven years of planning by artists Frank Bicknell, William Chadwick, Harry Hoffmann, Wilson Irvine, Lawton Parker, William Robinson, Edward Rook, and Gregory Smith. The building site was adjacent to Miss Florence Griswold's Late Georgian mansion, today a renowned museum of American Impressionism, where many of the artists gathered each summer season. The land was purchased from Miss Florence in 1917. The building committee chaired by Lawton Parker, worked with architect Charles A. Platt, designer of the Freer Art Gallery in Washington, D.C. and the Lyman Allyn Museum in New London, CT. The plans for the gallery called for perfect lighting and architectural compatibility with the other buildings in the New England village of Old Lyme. In its review of the opening exhibition, the New York Times praised the gallery as, "an embodiment of art in harmony with its natural surroundings." A fourth spacious room, the Goodman Gallery, was built in 1938. It was donated by Mrs. William Owen Goodman in memory of her husband, a Chicago art patron and the Association's third president.

In 1986 the building was named to the National Register of Historic Places as part of the Historic District of Old Lyme, Connecticut. In addition to the artist members' Annual Summer Exhibition, in 1925 the Art Association held the first "Water Color" show. The season schedule expanded again seven years later with the first Annual Autumn Members' Exhibition. In 1938, the Annual Summer Exhibition added water colors, pastels, prints, and drawings to a display previously restricted to paintings and sculpture. The first Annual Associate Members' Exhibition was held in 1992.

The mission of the Lyme Art Association is to advance the cause of representational fine arts by owning, maintaining, and preserving an historic building and galleries in Old Lyme, Connecticut, holding art exhibitions, and conducting educational programs for the benefit of the local community and the general public. Today the Lyme Art Association hosts a diverse schedule of juried art exhibitions with all works for sale by its Member Artists. Further, in keeping with the Association's commitment to provide a showcase for the exhibition and sale of fine art, the spacious gallery is offered periodically as a gallery for the works of some of the region's finest and newest representational artists.



## EXHIBITION CALENDAR

January 16 to February 28

17th Annual Associate Artist Exhibition

Member Jury

Receiving: Sunday, January 11, 3 – 5 pm

Opening: Friday, January 16, 5 - 7 pm

Removal: Sunday, March 1, 3 – 5 pm

March 6 to April 18

Spring Painting & Sculpture Exhibition

Cooper/Ferry, South & Cole Gallery: Member Show

Goodman Gallery: Connecticut Society of Portrait Artists Exhibition

Member Jury

Receiving: Sunday, March 1, 3 – 5 pm

Opening: Friday, March 6, 5 - 7 pm

Removal: Sunday, April 19, 3 – 5 pm

Monday, April 20 to Sunday, April 26: Expressions Gallery Rental

[www.expressionsartshow.org](http://www.expressionsartshow.org)

May 2 to June 21

88th Annual Elected Artist

Member Jury

Receiving: Monday, April 27, 3 – 7 pm

Opening: Friday, May 1, 6 – 8 pm

Removal: Monday, June 22, 3 - 7 pm

A Breath of Spring (May 16-18)

June 26 to August 2

Summer Painting & Sculpture Exhibition

Guest Jury

Receiving: Monday, June 22, 3 – 7 pm

Opening: Friday, June 26, 6 – 8 pm

Removal: Monday, Aug. 3, 3 – 7 pm

Anything Goes at the Midsummer Festival: July 24 & 25 — displayed down-stairs/outside

August 3- August 10: Gallery Maintenance

August 14 to September 20

Cityscape Exhibition: Exploring the Architecture and Life of Town & City

Cooper/Ferry Gallery & South Gallery: Member Show

Goodman Gallery & Cole Gallery: TBA

Guest Jury

Receiving: Monday, August 14 3 - 7 pm

Opening: Friday, August 14, 6 – 8 pm

Removal: Sunday, September 20, 3 – 5 pm

Artist Study & Sketch Sale Labor Day — displayed downstairs

September 25 to December 5

New England Landscape Invitational

Member Jury

Receiving: Sunday, September 20, 3 – 5 pm

Opening: Friday, September 25, 6 – 8 pm

Removal: Sunday, December 6, 3 – 5 pm

December 11 to January 9

Deck the Walls featuring the newly Elected Artists of 2009

Cole Gallery, Cooper/Ferry Gallery and South Gallery:

Goodman Gallery: Newly Elected Artists

Member Jury

Receiving Day: Sunday, December 6, 3 - 5 pm

Opening: Friday, December 11, 5 - 7 pm

Removal: Sunday, January 10, 3 – 5 pm

Holiday Open House Event: TBA

## E X H I B I T I O N   R U L E S

The Lyme Art Association maintains the same rules in each exhibition. Please review the following guidelines before entering your artwork into any Lyme Art Association exhibition. Exhibition rules from show to show may vary and will be noted online or by mail.

**Please Note:** The Lyme Art Association assumes no responsibility for loss or damage of submitted work. Submission of all artwork, framing, and other materials is at the artist's/submitter's sole risk.

### **Eligibility:**

The Lyme Art Association only accepts artwork from member artists. All individuals are welcome to join as associate artists. Elected and associate artist dues must be current in order to exhibit artwork. Please see the membership description on page 12 of the handbook for dues. In certain exhibitions, the association will invite guest artists to participate in a show.

Submitted artwork must be work that was created within the past 3 years and cannot have been previously exhibited in a Lyme Art Association show.

With regards to graphic arts, hand-pulled prints are acceptable submissions. Be sure your paintings are dry and accompanied with screw eyes and wire ready for hanging. Framing of all artwork must be professional and secured to the painting. Likewise, all sculptors must submit their work with an appropriate pedestal or display case.

A hardcopy of an exhibition tag and inventory sheet is enclosed. Please make copies of each document. All documents can be downloaded from our website at any time. All paperwork must be completed prior to delivering artwork on receiving days.

Include a stamped, self-addressed envelope with your entry forms. A notice regarding acceptance of artwork will be mailed to you immediately following the jury process.

### **Ineligible Work:**

If the jury considers artwork to be too large for the exhibition, the entry may be declined due to limited space. Sculpture-in-the-Round: up to 100 lbs. are welcome. Reliefs: up to 10 lbs. are welcome for wall-hanging. Relief sculpture over 10 lbs. must be accompanied with a proper display. Sculptors must be able to handle their own work at receiving and pick up.

Photographs, off-set lithographs, and other prints made using xerographic, digital, or photographic processes do not qualify. Giclees are not allowed. Artwork completed under tutelage will not be accepted. All work must be for sale. NFS (Not For Sale) will not be accepted.

#### Exhibition Requirements:

The Lyme Art Association jurors encourage all artists to enter what they consider to be their very best work, reflecting the fact that this is a nationally publicized gallery. The LAA reserves the right to remove or not accept any art deemed inappropriate.

Pieces may not be removed prior to the time permitted, which means the artist must agree to commit any accepted work for the duration of the exhibition. Please collect declined entries as soon as possible during gallery hours but NOT during the Opening Evening.

Artwork can be shipped to the gallery directly, prior to receiving day in flo or strong boxes only. Return shipping for unsold works will be at the cost of the exhibiting artist and will be handled through UPS.

Artists should provide biographies when submitting paintings.

Elected Artists pay a total fee of \$11, which covers all entries. Associate Artist members pay a fee of \$11 for the first entry and \$7 for each additional entry. Entry fees are subject to change for special exhibitions.

Please review announced dates for each exhibition. The LAA cannot accept work prior to the published receiving date unless special arrangements are made in advance by calling the Lyme Art Association Office.

#### Payment:

All check and credit card payments must include CT sales tax and will be made out to the Lyme Art Association. When artwork is sold, 35% of the sales price will be donated to the Lyme Art Association and 65% of the sales price will be remitted to the artist. The Lyme Art Association will retain and remit the sales tax. Sold artwork should be replaced by the artist if the buyer chooses to remove the piece during the exhibition. All replacement artwork will be signified as a replacement piece and will not be juried. A voluntary 20% donation is suggested to be given to the Lyme Art Association for commissions or sold works outside of and resulting from a past LAA exhibition. As a not-for-profit organization, the Lyme Art Association provides their member artists with an opportunity to exhibit their work but does not assume the role of an agent or representative for the artist.

## EXHIBITION JURY TEAM:

A Jury Team for a regular LAA exhibition shall consist of a Chairperson, a Co-Chairperson and a four person Jury. Either the Chair or Co-Chair will serve as the fifth member of the jury team while the other serves as Moderator to over-see policy and selection details and does not have a vote.

The 4-person jury, plus a chairperson or co-chairperson will be responsible for the selection of all entries and the decline of any entries deemed unsuitable for an exhibition. The jury will be comprised of four Elected Artist members except for the Associate Artist Members Exhibition which will be made up of four Associate Artists.

The Jury's selected or declined works will be final without challenge or exception and cannot be revised except in the event the Chairperson finds the decisions by the Jury to be unfair, bios, or unprofessional and will require the jury to provide a reasonable explanation justifying their decision. The Chairperson's decision regarding the Jury's selection is final. There will be no outside influences from persons not connected with the Jury. Declined work will NOT be allowed to be hung under any circumstances.

## THE JURY SYSTEM

Serving as a Juror is about raising the bar, setting a standard that recognizes excellence, and rewarding high quality. The LAA, by charter, is committed to perpetuating the canons of representational Drawing (including Prints, self generated and hand pulled,) Painting, and Sculpture. The direction of the gallery has thus far been loyal to its origins. We strive to recognize skill, talent and personal vision, presented in a professional manner.

The Chairpersons of the Jury Team for 2009 are:

Louis Bonamarte, Chairperson

Jan Royce Conant, Co-Chairperson

The Chairpersons will each serve a one (1) year term. Following the year the Co-Chair will become Chair unless he/she declines the position. Both the Chair and

Co-Chair can recommend replacements at the end of their term. Sixty (60) days prior to the end of the term, Elected Artist members can apply to volunteer for a one-year term. The responsibility for selection will be between the Chair, Co-Chair and APEC in order to select the most qualified applicant. The elected applicant can be removed in the event that he/she fails to perform in a professional manner or causes a noticeable decline in the quality of an exhibition.

New LAA Jury members will be selected through an application process once a year. The application form is available online at our website.

### SPECIAL EXHIBITION EVENTS:

Special exhibition events will be held throughout the year. The shows will be first come first serve, as space is limited. The work will be displayed in various places such as the studio level hallways, outdoors or in the LAA gallery. The shows will be held on busy holiday weekends and will be unjuried, unless otherwise specified. All member artists will be notified in advance by email or mail.

### STUDIO CLASSES AND WORKSHOPS:

The Lyme Art Association takes great pride in the quality and depth of the studio art classes we offer all year long. Additionally, we offer day-long, weekend and week-long workshops that draw artists and students from across the country. The Lyme Art Association's professional and accomplished instructors teach in a relaxed, friendly environment. Class emphasis is always on the individual student's creative development and growth with courses and workshops for students of all ages, skills, and experience.

## **MEMBERSHIP**

### **Membership Policy Amendment:**

As of January 1, 2009 any one individual joining the Lyme Art Association must join as an *Associate Member* (member). Lyme Art Association will no longer accept members directly into the *Associate Artist Member* (artist associate) category. If this *Associate Member* (member) would like to become an *Associate Artist Member* (artist associate) they must go through the following procedure in order to make a membership category move.

Any *Associate Member* (member) that would like to apply to become an *Associate Artist Member* (artist associate) must be accepted into four (4) different exhibitions and have been a member for a minimum of two (2) years

All current *Associate Artist Members* (artist associate) will be “grandfathered” into their current membership status as long as their dues are current. Each *Associate Artist Member* (artist associate) will receive a membership card that states their status. It will be important for all current *Associate Artist Members* (artist associate) to stay up to date on their membership in order to remain in that membership category.

The Lyme Art Association offers different ways to become a member. Membership benefits include unlimited, free admission to all exhibitions and openings, a schedule of exhibitions and openings, invitations to openings and special events, discounts on classes and workshops and a subscription to the LAA Newsletter.

### **Associate Member:**

You don't have to be an artist to be a member of the Lyme Art Association. We welcome all newcomers with an interest in the arts. All Associate members enjoy invitations to year-round exhibitions, discounts on all classes, workshops, lectures, and other special events. As noted below, all members are strongly encouraged to volunteer on any one of our volunteer committees to help support the LAA in its artistic, educational and financial development.

### **Associate Artist Member:**

All artists interested in exhibiting work at the LAA are encouraged to join as an Associate Artist member. Associate Artists can enter their work in any juried exhibition open to associate artists, throughout the year. Each year the Associate Artists enjoy their own exhibition. Associate artists receive all exhibition and special event information as well as those same benefits offered to Associate members.

### **Elected Artist Member:**

Elected Artists are a crucial part of the association. They are considered to be professional artists and provide the needed support to sustain the mission of the LAA. Their presence and willingness to serve are paramount to the ongoing history and

success of the LAA. Elected Artists are expected to volunteer in a myriad of different areas ranging from exhibition to education programs to business operations. Additionally, they are expected to vote on major issues once a year in the Annual Membership Meeting. They also receive a discount on exhibition entry fees. Finally, Elected Artists have their own small works gallery located off of the Cole Gallery. Upon majority vote by the Board of Directors and APEC, certain special artists may be invited to join the Elected Artist Screening Process.

To become an elected artist, one must first join the LAA as an Associate Artist and exhibit a minimum of four works in any LAA juried exhibition within a period of two years. A completed Elected Artist application must be submitted to the Selection Committee along with six original framed works if a painter or three original sculptures with pedestals as needed, if a sculptor. Applications are easily downloaded from our website, [www.lymeartassociation.org](http://www.lymeartassociation.org). The Screening Committee then reviews an applicant's work and application, selects candidates for consideration and displays their work for LAA Elected Artists to vote on. All selected candidates are voted on by sealed ballot. A two-thirds majority of those voting is necessary for approval. Written notice of results will be sent to all applicants.

### **Life Members:**

APEC (Artistic Policy and Exhibition Committee) nominates those members who've displayed major accomplishments and contributions to the association. The Elected Artists then vote to elect nominated members at the annual Membership Meeting. Once elected to Life Membership, yearly dues are not required.

### **Membership Fees**

LAA Associate.....	\$ 45
Associate Artist.....	\$ 45
Elected Artist.....	\$ 75

### **Volunteer:**

If you enjoy the arts and meeting new people, why not consider becoming a volunteer at the Lyme Art Association? There are many ways that your talents and love of art can help support our many exhibition, gallery, and educational activities. The Lyme Art Association relies heavily on their active volunteers. All members are strongly encouraged to volunteer throughout their year of membership.

All Lyme Art Association volunteers are asked to choose a committee on which they would like to serve. Associate, Associate Artist and Elected Artist members are encouraged to participate either as a committee leader or a committee member. Once a volunteer has chosen a committee, the committee leader(s) will ask that each volunteer serve throughout the year in their respective committee activities. Please see our volunteer form, located at the end of the handbook, for specific volunteer opportunities.

# **MEMBERSHIP BYLAWS**

## **LYME ART ASSOCIATION, INC. BYLAWS** As Amended September 27, 2008

### **ARTICLE I: TITLE, DESCRIPTION, PURPOSE, & GOVERNANCE.**

#### **Section 1 Title and Description**

The Lyme Art Association, Incorporated is referred to in these bylaws as the "Association" or the "LAA". The Association is a Connecticut non-stock, non-profit, corporation, tax exempt under Section 501 (c)(3) of the Internal Revenue Code. The principal office shall be in the Town of Old Lyme, Connecticut.

#### **Section 2 Purpose**

To advance the cause of representational Fine Arts by owning, maintaining, and preserving an historic Gallery in the Town of Old Lyme, Connecticut, holding Art Exhibitions, and conducting educational programs for the benefit of the local community and general public; and in doing so, to receive and apply funds exclusively for charitable, religious, scientific, literary, or educational purposes under Section 501 (c) (3) of The Internal Revenue Code.

#### **Section 3 Governance**

The Association shall be governed by these bylaws which supercede prior bylaws. Any bylaw inconsistent with the Articles of Incorporation shall be without effect. Roberts Rules of Order shall be used as a guideline for meetings of the Association.

### **ARTICLE II: MEMBERSHIP**

#### **Section 1 Categories**

1.1 The members of the Association shall consist of the following categories: Elected Artist Members, Associate Artist Members, Associate Members, and Life Members.

1.2 Only Elected Artist Members shall comprise the Voting Members for purposes

of these Bylaws. They shall have the right to vote at Membership Meetings.

## Section 2 Elected Artist Members

Elected Artist Members shall be persons elected pursuant to these bylaws. See Article X. They shall be persons who are actively engaged in artistic work, as determined by the Board of Directors, and pay the yearly prescribed dues. They shall act in conformance with these bylaws and compatibly with the general character and reputation of the Association and its Members. They will be expected to contribute volunteer time yearly to support the running of the LAA exhibitions and special events. They will be expected to serve on the Board of Directors, as part of the APEC (Artistic Policy and Exhibition Committee) and committees of the Association.

## Section 3 Associate Artist Members

Associate Artist Members shall be persons who are actively engaged in artistic work, as determined by the Board of Directors, and who support the purpose of the Association and have paid the yearly prescribed dues. They shall act in conformance with these bylaws and compatibly with the general character and reputation of the Association and its Members. They will be encouraged to contribute volunteer time yearly to support the running of LAA exhibitions and special events.

## Section 4 Associate Members

Associate Members shall be persons who support the purpose of the Association and have paid the yearly prescribed dues. They shall act in conformance with these bylaws and compatibly with the general character and reputation of the Association and its Members. They will be encouraged to participate in volunteer activities within the organization.

## Section 5 Life Members

Life Members shall be persons elected by the Voting Members on the basis of their accomplishments and contributions to the Association. Yearly dues are not required. APEC nominates proposed Life Members.

## Section 7 Certain Limitations and Non Entitlements

7.1 No member or officer may receive any pecuniary profit from the Association.  
7.2 Nothing herein shall be construed as giving any person a right to be, or to continue as, a member. Acceptance as a member, or termination of any membership or change in classification or category of membership or limitation on any particular member's rights, is within the full discretion of the Voting Members acting through resolution at a regular or special meeting, notwithstanding anything to the contrary in these bylaws.

## ARTICLE III: DUES & FEES

Section 1 New dues and Fees or changes to current Dues and Fees shall be established by a majority vote of the Board of Directors.

Section 2 Dues shall be paid on an annual basis as established in Section 1 above.

Section 3 The Board of Directors may establish penalties for non-payment of dues by members. An Artist Member who has not paid dues shall not be entitled to exhibit, to serve on juries of the Association including the Screening Committee, or vote on any matter, until such time as past and present dues are made current. An Associate Artist who has not paid dues shall not be entitled to exhibit, or serve on a jury for the Associate Exhibition until such time as past and present dues are made current. All other members who have not paid dues may not vote on any matter until such time as present dues are made current.

## ARTICLE IV: BOARD OF DIRECTORS

Section 1 The Board of Directors shall establish policies and guidelines for the operation of the association and shall make all decisions and determinations within these bylaws, unless otherwise expressly stated. Any change to exhibition rules and fees shall require approval by the Board of Directors subsequent to review and recommendations from the APEC.

The planning of efforts to solicit donations, raise monies, increase endowments and apply for grants to fund capital projects, improvements, major repairs, operations of the association and any other purpose shall be a primary responsibility of the Board of Directors and any committee appointed for such purposes.

Section 2 The board shall be composed of thirteen members, seven Elected Artist Members, and six other LAA Members elected by the Voting Members at the Annual Membership Meeting, who shall serve without compensation for being directors. All directors shall be members at the time of election or selection, or within five days thereof, and during their tenure. Directors shall serve a term of two years, commencing after the Annual Membership Meeting at which they were elected.

Section 2.1 Nominations for directors shall be made by the Nominating Committee at the Annual Membership Meeting. Nominations may also be made from the floor at the Meeting.

Section 3 Should a director resign or otherwise become unable to fulfill his or her term, or should a director position allocated to a specific category of member be vacant, the remainder of the Board of Directors may select a replacement director,

to serve out the term of the position open or vacated.

Section 4 The Board of Directors shall hold regular monthly meetings according to a schedule established by it annually at a first meeting, to be held by the last day of the month following the Annual Membership Meeting. The schedule shall be made available to the membership. Unless the Board of Directors votes otherwise with respect to the part or whole of any meetings, meetings shall be open to members. However, non-director members shall only be heard from at meetings to the extent the board decides such is appropriate.

Section 5 The President shall preside over all meetings unless the board votes otherwise. Unless required otherwise by law or these bylaws, all decisions shall be made by majority vote. The President or person presiding over meetings may participate in discussion and vote, provided he or she is a director. A quorum for taking an action on motions and resolutions at meetings shall consist of 60% of all directors serving.

Section 6 The Board of Directors may hold special meetings upon the call of the President, or three or more directors. The person (s) calling the special meeting shall provide at least five days prior written or electronic notice to directors describing the matters to be considered. Likewise, the Board of Directors may hold emergency meetings provided 24 hour advance telephone or written notice is given to each director (or failing the giving of such notice, that a diligent effort to do so has been made by the caller of the meeting).

Section 7 The Board of Directors shall, in a timely manner, be given notice of all meetings and copies of the minutes of all meetings. Any member of the Association can access copies of the minutes, upon request, at the Association office.

Section 8 No Director shall vote upon any matter in which the Director or family member or business associate has a direct or indirect financial interest; nor shall the Director participate in any discussion without the disclosure of such interest. In cases of doubt, a Director should make full disclosure to the other Directors for their decision.

**ARTICLE V: Board of Trustees has been deleted, September 27, 2007.**

**ARTICLE VI: OFFICERS**

Section 1 The officers shall be President, Vice President, Secretary, and Treasurer, and as otherwise provided in this Article VI.

1.1 The officers shall be elected by the Board of Directors at the first meeting following the Annual Membership Meeting at which directors were elected, and whenever a vacancy occurs. Officers shall serve for two years.

1.2 Any officer elected as a replacement for an officer shall serve out the remainder of the term of that office. If an officer position is vacant, the Board of Directors shall assign the duties of such position to another officer or acting officer selected from the Board of Directors, unless otherwise set forth herein.

Section 2 The President shall act as the chief executive officer subject to decisions of the Board of Directors. The President shall be ex-officio member of all committees with the exception of the Nominating Committee.

Section 3 The Vice President shall perform any duties the President or Board of Directors may assign and shall act in place of the President when the President designates, or when the President is unavailable or is incapacitated.

Section 4 The Secretary shall maintain true and complete minutes and other records of the proceedings of all meetings of the Association and of the Board of Directors. The Secretary shall be responsible for keeping corporate records in good order, for working with the staff to send notices of meetings or other pertinent information out to members or non-members of the Association.

4.1 The Secretary may appoint and oversee a Recording Secretary who shall record meeting minutes and correspondence as determined to be appropriate by the Secretary. The Recording Secretary will be a volunteer or part-time staff person and is not a voting member of the Board of Directors.

Section 5 The Treasurer shall receive and hold as fiduciary all monies of the Association, paying all proper bills for authorized expenditures in a timely manner. The Treasurer will keep full, current and accurate all financial accounts and records of the Association in a manner accessible for inspection at any reasonable time to the Board of Directors. The Treasurer shall conform to the needs of the Association as well as meet established accounting practices to comply with GAAP (Generally Accepted Accounting Practices) as established by the National Association of CPAs. Treasurer's reports are a matter of record held by the Secretary and are open to all members' inspection. The monthly financial statements, periodic reports and annual report from the Treasurer to the Board of Directors are a matter of record held by the Secretary. An annual report shall be presented to members at the Annual Meeting. The Treasurer shall manage the finances of the Association including the endowment fund and shall assist in long range planning, working as a member of the Finance Committee. The Treasurer

shall seek advice in advance from the Board of Directors with respect to the endowment fund and other major financial actions. The Treasurer shall prepare and monitor the budget and make such reports as the directors may request.

5.1 The Board of Directors may designate an Assistant Treasurer, to report to the Treasurer, sharing and having such duties and powers of office which the Board of Directors may by resolution delegate. Such person shall serve at the pleasure of the Board of Directors.

Section 6 The President or the Executive Director, with authorization from the Board of Directors, shall have the authority to execute contracts and agreements on behalf of the Association. The Board of Directors may, by resolution, authorize any officer to execute contracts, agreements or other instruments for particular matters.

Section 7 The Board of Directors may designate members to hold the managerial title of "vice president", and variations thereof, such as "second vice president", etc. Likewise, the board may designate members to hold other titles, such as Director, supervisor, manager, etc. Such persons shall have duties as the board determines and shall serve at the pleasure of the board. They shall not be considered corporate officers. Members shall be informed of all such titles and persons currently serving, at the Membership Meeting(s), so they may take any desired action on such.

Section 8 Any member of the Board of Directors who shall absent him or herself without cause, which has been noticed to the Board, from 3 consecutive meetings shall be deemed to have resigned as a member of the Board and upon written notice from the Secretary shall cease to be a member thereof. If an officer fails to perform his or her duties to the satisfaction of the Board of Directors, it may, by majority vote suspend the duties and rights of that officer.

## ARTICLE VII: EXECUTIVE DIRECTOR

Section 1 An Executive Director (ED) may be selected and hired by the Board of Directors, to which the ED shall report. The ED shall be responsible for (a) the training and direction of all staff; (b) the matters set forth in other sections herein; and (c) everyday business matters not expressly delegated to others. The ED shall make such reports as the Board of Directors may request. The ED shall share management of the exhibitions, and relevant special committees, with the Artistic Policy and Exhibition Committee (APEC). The ED shall obtain advice from APEC prior to taking actions, which involve significant artistic activity or significantly affect artistic activities.

Section 2 Subject to direction from the Board of Directors, ED shall be responsible for overseeing the maintenance, rental and use by others of the gallery and grounds; and the education program with APEC. To the extent there are committees established for carrying out part or all of the foregoing functions, the ED shall work with the committees. See Article IX. Members will assist the ED in such functions on either a regular or task basis, whether as part of a committee or not. The ED shall handle matters with outside vendors, suppliers, contractors; deal with artists with respect to sales of artwork; control the use of the Association's gallery/premises on a day to day basis, as needed, by supervising, ejecting or otherwise controlling in a reasonable manner any persons or property on Association premises, and shall safeguard Association assets and interests; unless the Board of Directors directs otherwise.

2.1 The ED may hire employees and discharge employees.

2.2 The ED shall be an ex-officio non-voting member of all standing committees and shall attend all meetings of the Board of Directors except when the ED's tenure, performance, or salary is under discussion.

## ARTICLE VIII: MEETINGS

Section 1 An Annual Membership Meeting shall be held in September of each year or a date designated at least two months in advance by the Board of Directors.

Section 2 Special Meetings may be called by the President or Board of Directors. The President shall call a Special Meeting on written request of at least ten Voting Members, setting the date for such meeting within fifteen days of the written request. The request shall detail the purpose for which the meeting is requested. If the President declines to act, the Vice President or Secretary shall call the meeting. The Secretary shall give the Voting Members at least ten days written notice of the meeting, along with the foregoing detail of the request. If the aforementioned officers fail to act in a timely fashion, requesting members shall be given access to the names and addresses of Voting Members and may themselves call a Special Meeting by sending written notice to members in accordance with this section.

Section 3 Notice of meetings, shall be mailed or electronically transmitted to the Member's address as shown in the Association records. Such notice shall state the date, time and place of meeting and its general purpose. Meetings shall be presided over by the president.

Section 4 The agenda of the Annual Membership Meeting shall include but is not limited to:

- a. Election of the Board of Directors effective at the end of the meeting.
- b. Election of any Life Members or, effective after the meeting.
- c. Revisions to these Bylaws

Section 5 Fifteen percent of the Voting members shall constitute a quorum at any Meeting of the Association. Annual Membership Meetings should be attended by the Board of Directors, and Executive Director, as well as Voting Members.

## ARTICLE IX: COMMITTEES & OPERATIONS

Section 1 Certain committees shall be established; as the Board of Directors may decide. The board may assign additional duties to any particular committee; and may create ad hoc committees for special purposes. Unless specified otherwise in these bylaws, the number of members on any committee the persons serving on such committees, and the chairs of committees and their respective time of serving, shall be determined from time to time by the Board of Directors.

Section 2 The Board of Directors may appoint a chair of a committee, or replace an elected chair of a committee.

Section 3 The following committees shall exist:

3.1 The Artistic Policy and Exhibition Committee (APEC) shall be responsible for recommending artistic decisions and policies for consideration and approval to the Board of Directors. APEC is specifically responsible for, (a) overseeing the activities of the Screening Committee (see Section 3.2); (b) the theme, content, timing and carrying out of exhibitions, lectures, demonstrations, and community events, interacting with the Executive Director; (c) overseeing any individual who is engaged or designated to manage such activities; and (d) interacting with the Executive Director regarding the development and execution of an educational program. A majority of the members of the APEC shall be Elected Artist Members.

3.2 The Screening Committee shall review the applications and screen the work of applicants for Elected Artist membership. The committee shall consist of five Elected Artist Members and two alternate Elected Artist Members who shall vote only in absence of a full member. All committee candidates shall be appointed by APEC, and announced at the Annual Membership Meeting and shall serve for one year. For consistency, at least one member of the prior year's committee may be reappointed. The Screening Committee chair will also be appointed by APEC.

3.3 The Nominating Committee shall comprise at least three members. It shall nominate a slate of individuals to fill positions on the Board of Directors for elec-

tion at the Fall Meeting and carry out any other nominating duties. It shall prepare short biographies of the nominees for the Board of Directors in advance of the Annual Meeting and, all voting members of the Association shall be sent such information prior to the meeting. The Board of Directors will appoint a chair of the Nominating Committee.

3.4 The Audit Committee is responsible for periodically monitoring the financial, contractual and business activities of the Association to ensure that the Association assets are being properly protected and used; and that there are in place procedures which will prevent mismanagement and malfeasance. The Audit Committee shall periodically, and no less than annually, report to the Board of Directors. It shall make a report within three months of appointment or election.

3.5 The Finance Committee shall be responsible for recommending financial decisions and policies to the Board of Directors. To evaluate financial - performance, against the established budget as well as monitor the monies received and invested. The Finance Committee shall consist of at least three members, as selected by the Board of Directors: and shall include the President of the LAA and the Treasurer of the LAA. They shall report to the Board of Directors as requested.

3.6 The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer of the Board of Directors and shall meet periodically to address issues, formulate policies and plan proposals between meetings of the Board of Directors, and to make recommendations to the Board of Directors.

3.7 The Buildings and Grounds Committee(s) or person(s) shall deal with matters concerning the Association's real estate, including improvements, repairs and maintenance.

## ARTICLE X: SELECTION OF NEW ELECTED ARTIST MEMBERS

### Section 1 Requirements

To be considered for election as an Elected Artist Member by the Association, a person must be:

- (a.) an Associate Artist Member in good standing.
- (b.) a painter, draughtsman, printmaker or sculptor who has exhibited a minimum of 4 paintings, drawings, prints or sculpture within a two year period at the Association.

(c.) committed to working actively at the Association, by serving as a director, officer, or committee member, and helping in arranging and presenting the Association's exhibitions and programs.

## Section 2 Screening Committee Procedures

The Screening Committee shall review the applicant submissions and select applicants for balloting, whom it finds meritorious, once a calendar year as specified by the APEC Committee, which will assign an application date deadline.

2.2 An applicant may submit an application on a form provided by the Association at any time, for consideration at the next review period of the Screening Committee. The application shall include and be accompanied by:

(a) a current resume

(b) any application fee prescribed by the Association and,

(c) if a sculptor: three original representational sculptures completed within the prior two years, which works are neither class work nor done under tutelage.

(d) if a non-sculptor: six original representational paintings, drawings or hand pulled prints excluding computer generated material, which works are neither class work nor done under tutelage.

(e) any person applying for Elected Artist Membership in more than one category must submit a separate application for each category.

2.3 The Screening Committee may request submittal of further works or information.

2.4 The works of the applicants shall remain with the Association for viewing until the completion of the new member process. The applicant shall be informed in writing on the application form that submittal of all works and materials is at the applicants expense and risk; that the Association assumes no responsibility for any loss or damage; and, that any works not retrieved by the applicant within a reasonable time after request by the Association shall be deemed abandoned and may be disposed of by the Association without further notice.

2.5 The Screening Committee shall review the applications, jury the applicant submittals, and select applicants for further consideration within any time frame APEC has given. The Screening Committee shall then give written, and oral

(optionally) information to all applicants informing them of the status of their applications after it has made its selection. Applicants who have not been selected for further consideration will be requested to retrieve their works. The Screening Committee may provide constructive criticism to an artist about their work, whose work is not selected.

### Section 3 Voting Procedure

3.1 The Secretary or Executive Director with assistance from APEC as to dates, shall mail a notice to all Elected Artist Members, so that they will know when they can come to the LAA gallery, see the work of any applicant and vote on it, by signed written ballot. All such votes shall be cast prior to the Fall Membership Meeting. The notice shall inform the Elected Artist Members of the candidates and may include a short biography or helpful information concerning the candidates and the opening and closing dates of the period during which they may vote on the applicant's admission.

3.2 Only Elected Artists who have viewed the submitted work of an applicant may vote for that applicant. Voting shall be by written ballot on a form provided to each Elected Artist Member at the time of viewing. A designated staff person shall be in charge of keeping the ballots secure until such time as they are counted. A new Elected Artist will only be elected when he or she receives the vote of two thirds of the Elected Artists casting ballots in accord with these bylaws.

3.3 APEC shall be responsible for establishing detail procedures, as they deem appropriate, to select new Elected Artist Members in conformance with the intent and scope of these Bylaws. The APEC shall be responsible for formulating and sending ballots; for receiving; and for determining the validity of any ballot. The ballots shall be counted by the Screening Committee Members. The Screening Committee Chairperson or a Screening Committee member shall timely inform each applicant of the ballot decision on his or her application, in writing and verbally prior to any public disclosure of the results of the balloting.

3.4 The Board of Directors and/or Secretary shall inform new members of administrative requirements and any other requirements; and upon request, shall provide new Elected Artist Members with a copy of the current bylaws and other information which is appropriate. A new Elected Artist Member shall be entitled as a Voting member only upon completion of administrative requirements. Any requirements must be completed within 6 months of being elected.

## ARTICLE XI: SUSPENSION AND TERMINATION OF MEMBERSHIP

Section 1 The Board of Directors may warn or temporarily suspend a member's privileges, including the right to vote and exhibit, excepting for special circumstances if:

- a. the member has violated the bylaws or acted contrary to or incompatibly with, the objectives and purposes of the Association; or
- b. the member is a Voting Member who for a period of 12 months or more , has not paid dues or other indebtedness to the Association.
- c. the member has violated any State or Federal laws and/or regulations.
- d. the member has been notified in writing.

Section 2 Membership renewal letters shall be sent to all members. The renewal letters shall have a date indicating the membership renewal deadline. If membership is not renewed by payment of dues within 12 months of expiration, members will be automatically dropped from the membership roster and will lose their membership privileges. (See Article III, Section 3).

2.1 The Board of Directors, by a two thirds majority vote, may expel a member for violation of the Bylaws, or for acting in a way which is detrimental to, or incompatible with, the Association or its purposes; provided the member has been given a reasonable opportunity to be heard in answer to issues or charges.

Section 3 Any member who has been suspended or expelled may be reinstated by two thirds majority vote of the Voting Members.

## ARTICLE XII: DISSOLUTION

In the event of dissolution of the Association, any assets remaining after payment of just debts shall be transferred to the MacCurdy Salisbury Foundation Inc of Old Lyme, Connecticut for the general purpose of the Foundation; or if said Foundation is non existent, to another Section 501 (c) (3) entity.

## ARTICLE XIII: AMENDMENTS

Amendments to these Bylaws shall be made only by two thirds vote of Voting Members in attendance at the Fall Membership Meeting or at a Special Meeting called by the President for such purpose. At least 14 days prior to any said meeting, the Secretary or designee shall send to each Voting Member a copy of the proposed amendment/s with any explanation by the proponents thereof. Amendments to these Bylaws shall be at a Fall Membership Meeting or at a Special Meeting called by the President or Board of Directors for such purpose. Changes will go into effect immediately after the Meeting where changes have been approved.

## ASSOCIATION FORMS

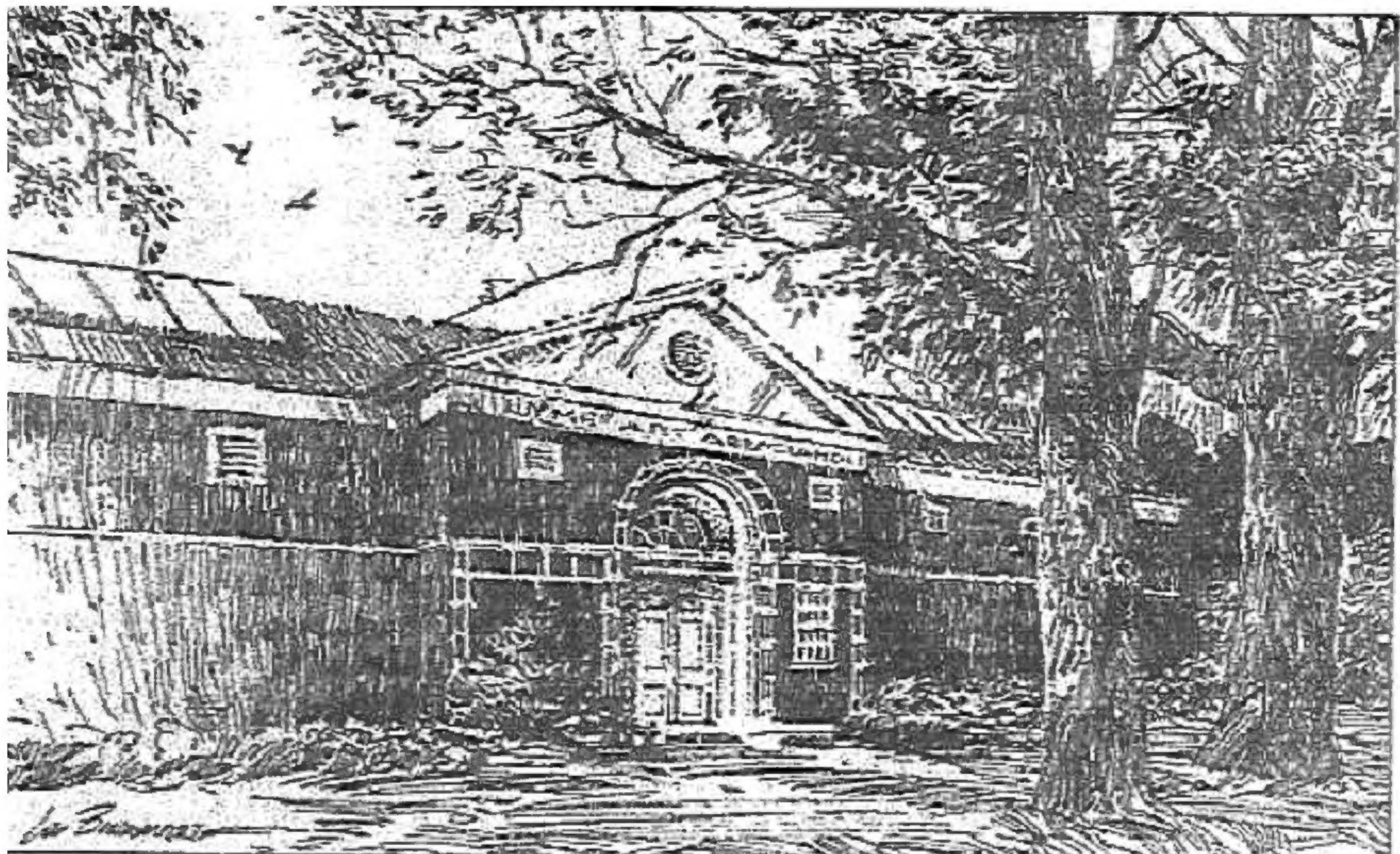
Please find appropriate forms for education, volunteering, and entering artwork into exhibitions. Please feel free to make extra copies of these documents to have on hand. Also, the documents are always available at the Lyme Art Association and on our website at [www.LymeArtAssociation.org](http://www.LymeArtAssociation.org)

## CONTACTS

Email the Board of Directors:  
[LAAdirectors@LymeArtAssociation.org](mailto:LAAdirectors@LymeArtAssociation.org)

Email the Artistic Policy and Exhibition Committee (APEC):  
[Apec@LymeArtAssociation.org](mailto:Apec@LymeArtAssociation.org)

Email Staff:  
[Info@LymeArtAssociation.org](mailto:Info@LymeArtAssociation.org)



By Lou Bonamarte

## **Board of Directors**

Everette Gayle Asher  
John Beatty  
Roger Clements  
Kerry Eaton  
Paul Goodnow  
Barrant Nelson  
Steve Ross  
Eliza Sharp  
Katherine Simmons  
Sheila Wertheimer  
Shirley Cean Youngs

## **Artistic Policy and Exhibition Committee (APEC)**

Roger Beers  
Roger Clements  
Jan Royce Conant  
Kerry Eaton  
Emily Griswold  
Bill Hanson  
Jim Magner  
Yves Parent  
Eliza Sharp  
Kent Winchell



## RENT THE HISTORIC LYME ART ASSOCIATION GALLERIES FOR YOUR NEXT SPECIAL EVENT

The Lyme Art Association's historic building and galleries offer a superb setting for wedding receptions, fund-raisers, business meetings, conferences, or other special events. Four beautiful galleries, ample free parking, and conveniently located off I-95, Exit 70 in historic Old Lyme, Connecticut, the Lyme Art Association offers year-round availability for your next special event.



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